

HERMAN & WHITEAKER, LLC

DONALD L. HERMAN, JR
GREGORY W. WHITEAKER
ROBIN E. TUTTLE[†]
CARRIE L. DEVIER^{††}
CLARE L. ANDONOV
MOLLY O'CONOR

[†] Admitted in DC, SC and FL only

^{††} Admitted in SC only

TEL 202-600-7272

FAX 202-706-6056

6720 B Rockledge Drive, Suite 150
Bethesda, MD 20817

November 26, 2019

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

RE: Jonathan V. Harlan, Transferor, and Harlan Family Trust dated August 21, 2018, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer of Control of the Domestic Section 214 Authority Held by Aeneas Communications, LLC ("Trust Transfer of Control Application")

Fiona Harlan as Trustee of the Harlan Family Trust dated August 21, 2018, Section 63.04 Filing: Request for Special Temporary Authority ("Aeneas Request for STA")

Aeneas Communications, LLC, Licensee, Section 63.04 Filing: Application for Consent to Involuntary Transfer of Control of the Domestic Section 214 Authority ("Aeneas Involuntary Transfer of Control Application")

Fiona Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018, Transferor, and Southwest Tennessee Electric Membership Corporation, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer Control of the Domestic and International Section 214 Authority Held by Aeneas Communications, LLC ("Aeneas-STEMC Transfer of Control Application")

Dear Ms. Dortch:

The above-referenced applicants, by their undersigned counsel, hereby submit as separate filings in the Commission's ECFS as Inbox Section 63.04 the above-referenced: (1) Trust

Transfer of Control Application, (2) Aeneas Request for STA with Aeneas Involuntary Transfer of Control Application attached, and (3) Aeneas-STEMC Transfer of Control Application. The applicants will provide a copy of the Fee Filer payment for these three submissions to the Wireline Competition Bureau staff noted below.

The Aeneas-STEMC Transfer of Control application is also being submitted as an attachment to the IBFS form filing for transfer of control of the international authorization held by Aeneas Communications, LLC.

Please contact the undersigned counsel if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin E. Tuttle".

Robin E. Tuttle

Attachments

cc: Jodie May, Wireline Competition Bureau (*via email*)
Dennis Johnson, Wireline Competition Bureau (*via email*)
David Krech, International Bureau (*via email*)

HERMAN & WHITEAKER, LLC

DONALD L. HERMAN, JR
GREGORY W. WHITEAKER
ROBIN E. TUTTLE[†]
CARRIE L. DEVIER^{††}
CLARE L. ANDONOV
MOLLY O'CONOR

[†] Admitted in DC, SC and FL only

^{††} Admitted in SC only

TEL 202-600-7272

FAX 202-706-6056

6720 B Rockledge Drive, Suite 150
Bethesda, MD 20817

November 26, 2019

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

RE: Fiona Harlan as Trustee of the Harlan Family Trust dated August 21, 2018 –
Request for Special Temporary Authority

Dear Ms. Dortch:

Fiona Harlan (“Mrs. Harlan” or the “Trustee”) as Trustee of the Harlan Family Trust dated August 21, 2018 (the “Trust”), and the Trust, through the undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Rules and Regulations of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. § 63.04, respectfully request Special Temporary Authority (“STA”) for a period of sixty (60) days to continue to operate Aeneas Communications, LLC (“Aeneas”) to provide domestic telecommunication services to customers throughout Tennessee under the control of the Trust, with Mrs. Harlan as the sole trustee of the Trust. As explained below, this STA request is made to allow Aeneas to continue to operate pending Commission action on applications seeking Commission approval of: (1) the voluntary transfer of control of the domestic Section 214 authority held by Aeneas from Jonathan V. Harlan (“Mr. Harlan”) to the Trust by means of assignment of all of all of Mr. Harlan’s membership interests in Aeneas to the Trust on August 21, 2018 (“Trust Transfer”); and (2) the involuntary transfer of control of the domestic Section 214 authority held by Aeneas from Mr. Harlan, as a co-trustee of the Trust, to Mrs. Harlan as sole Trustee, as a result of Mr. Harlan’s death (“Involuntary Transfer”). Upon Mr. Harlan’s death, Mrs. Harlan became the sole remaining trustee of the Trust, which holds 100% of the membership interests in Aeneas. Mrs. Harlan and the Trust collectively are referred to as the “Applicants.”

On August 21, 2018, Mr. Harlan, the owner of 100% of the membership interests in Aeneas, assigned all of his membership interests in Aeneas to the Trust in the Trust Transfer, thereby resulting in the transfer of control of the domestic Section 214 authority held by Aeneas to the Trust. Mr. and Mrs. Harlan had created the Trust because Mr. Harlan was terminally ill. Mr. and Mrs. Harlan were appointed co-trustees and lifetime beneficiaries of the Trust. On November 12, 2018, Mr. Harlan passed away, and Mrs. Harlan became the sole remaining trustee of the Trust resulting in an involuntary transfer of control of the domestic Section 214 authority held by Aeneas.

Following the Trust Transfer and the Involuntary Transfer, Aeneas has continued to exist and operate under the same name, and day-to-day management team. The transfers did not result in an interruption, reduction, loss, or impairment of services to customers or any harm to the market. Additional details about the Trust Transfer and the Involuntary Transfer and parties are included in the domestic applications filed concurrently herewith. The application for the Involuntary Transfer is attached to this Request for Special Temporary Authority.

Concurrently, the Trust and Southwest Tennessee Electric Membership Corporation ("STEMC") also are submitting a Joint Application seeking approval to assign all of the Trust's membership interests in Aeneas to STEMC, which will result in STEMC acquiring ownership and control of Aeneas ("STEMC Application").

The Applicants' failure to timely seek Commission approval of the Trust Transfer and the Involuntary Transfer was inadvertent, unintentional, and the result of emergent and difficult circumstances. At the time of the Trust Transfer, Mr. Harlan, the founder, President, and Chief Executive Officer of Aeneas, was in treatment for cancer and the family was focused on his treatment and care. Following the Trust Transfer, Mrs. Harlan became President of Aeneas and Stephen Thorpe became CEO of Aeneas. Moreover, at the time of the Trust Transfer and the Involuntary Transfer, the Applicants did not have advice from federal communications counsel and were not aware of the obligation to request Commission approval of the transfers of control of the domestic Section 214 authorization. As soon as the Applicants learned of this oversight, the Applicants immediately took steps to remedy the situation and to seek authority, to the extent necessary, for the continued operation of Aeneas and provision of service to customers. The Applicants regret this oversight and will take steps to ensure compliance with all applicable Commission requirements going forward.

Grant of the requested STA will serve the public interest by permitting the continued, uninterrupted provision of service to Aeneas' customers while the Commission reviews the applications for the Trust Transfer and the Involuntary Transfer. Grant of the requested STA also will facilitate the proposed transfer of control of Aeneas to STEMC by preserving Aeneas as a provider of competitive telecommunications services, and this will serve the public interest as detailed in the STEMC Application.

The Applicants are not requesting STA for the international Section 214 authority held by Aeneas because Aeneas did not have international Section 214 authority at the time

of the Trust Transfer or the Involuntary Transfer.¹ Aeneas subsequently obtained international Section 214 authorization to provide international service on November 8, 2019. *See* File No. ITC-214-20191010-00167.

The Applicants request temporary authority for 60 days, or for the duration of the Commission's consideration of the applications for the Trust Transfer and the Involuntary Transfer. The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Applications, and that, once granted, the STA may be revoked on the Commission's own notice, without a hearing. The Applicants further acknowledge that grant of the STA will neither preclude nor dictate the scope of any enforcement action related to the underlying transfers.

Please contact the undersigned counsel if you have any questions or require further information.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'G. Whiteaker', with a long horizontal flourish extending to the right.

Gregory W. Whiteaker
*Counsel for Fiona Harlan as Trustee of the
Harlan Family Trust dated August 21, 2018,
and for the Harlan Family Trust dated
August 21, 2018*

Attachments

CC: Jodie May, Wireline Competition Bureau (*via email*)
Dennis Johnson, Wireline Competition Bureau (*via email*)
David Krech, International Bureau (*via email*)

¹ Aeneas' management had believed that no international authorization was necessary for the provision of international service because the majority of Aeneas' voice service are Voice-over-Internet-Protocol ("VoIP") and Internet Protocol facilities are used to provide international service. Aeneas, however, also provides services, including international calling, to a small number of customers pursuant to a resale arrangement. Aeneas' management only recently learned that providing international service over resold TDM circuit switched facilities necessitated international 214 authorization.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Aeneas Communications, LLC,)	WC Docket No. _____
Licensee,)	
)	
Application for Consent to Involuntary Transfer)	
of Control of the Domestic Section 214 Authority)	

To: Wireline Competition Bureau

**STREAMLINED APPLICATION FOR CONSENT TO INVOLUNTARY TRANSFER
OF CONTROL OF DOMESTIC SECTION 214 AUTHORITY**

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03, and 63.04 of the rules and regulations of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. §§ 63.01, 63.03, and 63.04, Aeneas Communications, LLC (“Aeneas”) hereby requests Commission consent for the involuntary transfer of control of Aeneas. Jonathan V. Harlan (“Mr. Harlan”) previously owned 100% of the membership interests in Aeneas. On August 21, 2018, Mr. Harlan assigned all of his membership interests in Aeneas to the Harlan Family Trust dated August 21, 2018 (“Trust”). Mr. Harlan was appointed a co-trustee of the Trust along with his wife, Fiona Harlan (“Mrs. Harlan”). Mr. Harlan was President and Chief Executive Officer of Aeneas until the date that he assigned his membership interests in Aeneas to the Trust, at which time Mrs. Harlan became President of Aeneas and Stephen Thorpe became Chief Executive Officer of Aeneas. Upon Mr. Harlan’s death, Mrs. Harlan became the sole remaining trustee of the Trust, which holds 100% of the membership interests of Aeneas, resulting in an involuntary transfer of control of Aeneas

(“Involuntary Transfer”). Aeneas and Mrs. Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018, are collectively referred to as the “Applicants.”

As required by Section 63.04(b) of the Commission’s rules, 47 C.F.R. § 63.04(b), Section V of this Application provides the additional information required for the Involuntary Transfer.

The Applicants respectfully request streamlined treatment pursuant to Section 63.03 of the Commission’s rules, 47 C.F.R. § 63.03. The Involuntary Transfer did not result in a change of the terms and conditions of service to current Aeneas customers, and raised no competitive issues. Expedient approval of the Involuntary Transfer will serve the public interest by allowing for the continuation of the provision of services to customers without interruption.

II. DESCRIPTION OF THE TRUSTEES AND LICENSEE

a. Mrs. Harlan

Mrs. Harlan is a U.S. citizen, and the sole trustee of the Trust. Mrs. Harlan is the current President of Aeneas.

b. Mr. Harlan

Mr. Harlan was a U.S. citizen and a co-trustee of the Trust. He also was the President and Chief Executive Officer of Aeneas until the date that he assigned his membership interests in Aeneas to the Trust. Mr. Harlan passed away on November 12, 2018.

b. The Trust

On August 21, 2018, grantors, Mr. and Mrs. Harlan created and certified the Trust pursuant to Tennessee law, TCA 35-15-1013. Mr. and Mrs. Harlan were appointed co-trustees of the Trust. Upon Mr. Harlan’s death, Mrs. Harlan became the sole trustee. Mr. Harlan was, and Mrs. Harlan is, a life beneficiary of the Trust.

c. Aeneas

Aeneas is a provider of communications services headquartered in Jackson, Tennessee. Aeneas is a competitive local exchange carrier registered in Tennessee and authorized to provide services throughout the state. Aeneas offers services through a combination of its own facilities and resale arrangements with other carriers, providing competitive local telecommunications, long distance telecommunications, high-speed Internet, and Voice over Internet Protocol services (collectively, the “Services”) primarily in western Tennessee. Aeneas offers all Services in Bedford, Benton, Carroll, Cheatham, Chester, Coffee, Crockett, Davidson, Decatur, Dickson, Dyer, Fayette, Franklin, Gibson, Giles, Hardeman, Hardin, Haywood, Henderson, Henry, Hickman, Humphreys, Lake, Lauderdale, Lawrence, Lewis, Lincoln, Madison, Marshall, Maury, McNairy, Montgomery, Moore, Obion, Robertson, Rutherford, Shelby, Smith, Stewart, Sumner, Tipton, Trousdale, Weakley, Williamson, and Wilson counties, Tennessee.

III. DESCRIPTION OF THE INVOLUNTARY TRANSFER

On November 12, 2018, there was an involuntary transfer of control of the domestic Section 214 authority held by Aeneas as a result of the death of Mr. Harlan, a co-trustee of the Trust. Upon Mr. Harlan’s death, Mrs. Harlan became the sole remaining trustee of the Trust, which holds 100% of the membership interests of Aeneas. Following the Involuntary Transfer, Aeneas has continued to exist and operate under the same name, and day-to-day management by its management team. The Involuntary Transfer has not resulted in a change to the terms and conditions of services offered by Aeneas, including Lifeline service.

IV. PUBLIC INTEREST STATEMENT

Approval of the Involuntary Transfer serves the public interest, convenience, and necessity. A grant will permit the continued, uninterrupted provision of high-quality service to

customers. Mr. Harlan's death did not result in an interruption, reduction, loss or impairment of services to any subscriber, and the Applicants are not aware of any harms to customers or to the market resulting from the Involuntary Transfer. Following Mr. Harlan's death, Aeneas has continued operations with Mrs. Harlan as the sole remaining trustee of the Trust, and with Mrs. Harlan as President of Aeneas and with Stephen Thorpe as CEO of Aeneas.

V. INFORMATION REGARDING TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORITY

In support of this Application and in accordance with the requirements of the Commission's rule Section 63.04(b), 47 C.F.R. § 63.04(b), the Applicants submit the following additional information:

§ 63.04(a)(1) Name, address, and telephone number of each applicant.

Licensee:

Aeneas Communications, LLC
300 N. Cumberland Street, Suite 200
Jackson, TN 38301
Phone: 731-554-9200
FRN: 0009361080
Attention: Stephen Thorpe, CEO, Aeneas Communications, LLC

Transferor:

Jonathan V. Harlan (deceased)
Formerly Co-Trustee of the Harlan Family Trust dated August 21, 2018
Attention: Fiona Harlan, Trustee of the Harlan Family Trust dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
Phone: 731-431-0154

Transferee:

Fiona Harlan
Sole Remaining Trustee of the Harlan Family Trust dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
FRN: 002900197
Phone: 731-431-0154

§ 63.04(a)(2) State under the laws of which each applicant is organized.

Licensee: Aeneas is a limited liability company organized under the laws of Tennessee.

Transferor: Mr. Harlan was a U.S. citizen. Mr. Harlan was a co-trustee of the Trust pursuant to Tennessee law.

Transferee: Mrs. Harlan is a U.S. citizen. Mrs. Harlan is the sole remaining trustee of the Trust pursuant to Tennessee law.

§ 63.04(a)(3) Name, title, address, and telephone number of an officer for each applicant and legal counsel.

Transferee:

Fiona Harlan
Trustee of the Harlan Family Trust dated August 21, 2018
71 Poplar Plains
Jackson, TN 38305
Phone: 731-431-0154
E-mail: Fiona@aeneas.net

Legal Counsel to Transferor (to whom correspondence should be addressed):

Gregory W. Whiteaker
Robin Tuttle
Herman & Whiteaker, LLC
6720-B Rockledge Drive, Suite 150
Bethesda, MD 20817
Phone: (202) 600-7274 and (202) 827-0667
E-mail: greg@hermanwhiteaker.com,
rtuttle@hermanwhiteaker.com

§ 63.04(a)(4) Disclosable Interest Holders in Aeneas.

The Trust was created and certified pursuant to Tennessee law TCA 35-15-1013. The Trust holds 100% of the membership interests in Aeneas pursuant to Mr. Harlan's assignment of all of his membership interests in Aeneas on August 21, 2018. Following Mr. Harlan's death on November 12, 2018, Mrs. Harlan is the sole remaining trustee of the Trust and she is the sole life beneficiary of the Trust. Mrs. Harlan is a U.S. citizen. The address for Mrs. Harlan is 71 Poplar Plains, Jackson, TN 38305. Mrs. Harlan's phone number is 731-431-0154 and her e-mail address is Fiona@aeneas.net.

§ 63.04(a)(5) Certification Regarding Denial of Federal Benefits.

Applicants certify, pursuant to 47 C.F.R §§ 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief and is made in good faith.

§ 63.04(a)(6) Description of the Involuntary Transfer.

The Applicants describe the Involuntary Transfer in Section III of this Application.

§ 63.04(a)(7) Geographic Areas Served and Services Provided.

The Applicants describe the geographic areas in which the authorization holder, Aeneas, offers domestic telecommunications services and the services that are provided in each area in Section II of this Application.

§ 63.04(a)(8) Statement Regarding Streamlined Treatment.

This Application qualifies for presumptive streamlined processing pursuant to Sections 63.03(b)(1)(ii) and (b)(2)(i) because the Transferee, the sole remaining trustee, does not provide

telecommunications services and because the Licensee is not of dominant carrier with respect to any service.

§ 63.04(a)(9) Other Related Commission Applications.

Concurrently herewith, the Trust is submitting a request for Special Temporary Authority for Aeneas to continue to provide domestic telecommunication services under the control of the Trust.

The estate of Mr. Harlan, by Mrs. Harlan as trustee of the Trust, concurrently herewith also is submitting an application requesting approval of the prior transfer of control from Jonathan V. Harlan of all of his membership interests in Aeneas to the Trust on August 21, 2018 (“Trust Application”).

The Trust and Southwest Tennessee Electric Membership Corporation (“STEMC”) also are submitting a Joint Application seeking approval to assign all of the Trust’s membership interests in Aeneas to STEMC, which will result in STEMC acquiring ownership and control of Aeneas (the “STEMC Application”). As explained in the STEMC Application, the transfer of control of Aeneas to STEMC will serve the public interest by ensuring Aeneas’ ability to continue to provide, and to expand and improve services in Tennessee.

The Applicants requests that Commission consider and act on this Application, the Trust Application, and the STEMC Application concurrently, and expeditiously.¹

¹ No international applications are being filed in connection with this Application or the Trust Application because Aeneas did not hold international Section 214 authority at the time of the assignment of the membership interests to the Trust or of Mr. Harlan’s death. Aeneas subsequently obtained international Section 214 authority, the transfer of control of which is sought in the STEMC Application.

§ 63.04(a)(10) Statement Regarding Special Consideration.

The Applicants do not request special consideration because no party to the Involuntary Transfer is facing imminent business failure.

§ 63.04(a)(11) Identification of Waiver Requests.

The Applicants are not seeking a waiver in conjunction with the Involuntary Transfer.

§ 63.04(a)(12) Public Interest Statement.

The Applicants provide a statement showing how the grant of this Application will serve the public interest, convenience, and necessity in Section IV of this Application.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Application and consent to the involuntary transfer of control of Aeneas upon the death of

Mr. Harlan, which resulted in Mrs. Harlan becoming the sole remaining trustee of the Trust, which holds all of the membership interests in Aeneas.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'G W Whiteaker', with a long horizontal flourish extending to the right.

Gregory W. Whiteaker
Robin E. Tuttle
HERMAN & WHITEAKER, LLC
6720-B Rockledge Drive
Suite 150
Bethesda, MD 20817
Greg@hermanwhiteaker.com
202-600-7274
rtuttle@hermanwhiteaker.com
202-827-0667

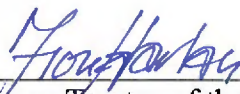
*Counsel for Aeneas Communications, LLC
and Fiona Harlan as Trustee of the Harlan
Family Trust dated August 21, 2018*

Dated: November 26, 2019

DECLARATION OF FIONA HARLAN

I, Fiona Harlan, declare under penalty of perjury:

1. I am the Trustee of the Harlan Family Trust dated August 21, 2018 ("Trust").
2. I have read the foregoing Application requesting that the Federal Communications Commission consent to the involuntary transfer of control of the domestic Section 214 authority held by Aeneas Communications, LLC ("Aeneas").
3. The statements stated in the Application are true and accurate to the best of my knowledge, information, and belief.



Fiona Harlan as Trustee of the Harlan
Family Trust Dated August 21, 2018

Dated: November 25, 2019